

DEC 6 1921  
U.S. DEPT. OF COMMERCE  
OFFICE OF THE SECRETARY

**CERTIFICATE OF INCORPORATION**

-of-

**DONALD N. MARTIN & COMPANY, INC.**

**Under Section 402 of the Business Corporation Law**

The undersigned, being a natural person of at least 21 years of age and acting as the incorporator of the Corporation, hereby being formed under the Business Corporation Law of the State of New York, certifies:

**FIRST:**                   The name of the Corporation shall be  
Donald N. Martin & Company, Inc.

**SECOND:**                The Corporation is formed for the following  
purposes: (a) To promote, organize, plan and conduct trips, tours and excursions by railroad, steamship, motor vehicle, or aircraft, for individuals or groups of individuals, to any part of the world.  
(b) To provide for the transportation of individuals or groups of individuals by railroad, steamship, motor vehicle, or aircraft in connection with the conduct of a general travel and tourist agency, and to provide or procure hotel and other accommodations for the comfort, convenience, and entertainment of individuals or groups of individuals who are members of any trip or tour conducted by the corporation.  
(c) To furnish guides, couriers, assistants and interpreters; to procure and sell transportation tickets on railroads, steamships, motor vehicles, and aircraft; to act as representative of steamship, railroad, and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets on all vehicles, boats, railroads, and railways, and other transportation companies; to conduct information bureaus for travelers; to act as agents for travel insurers of all kinds; and in general to do all other things that are necessary or pertinent to the conduct of a travel and tourist agency.

(d) To plan, originate, devise, print, publish, manufacture, sell and deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables, display cards, signs, and display advertising for the promotion of travel; to carry on the business of printers, lithographers, stationers, engravers, designers, dealers in paper and all advertising devices, book-sellers, publishers, buyers and sellers of newspapers, magazines, and publications of all kinds, and space therein; to carry on a general advertising brokerage business, and an advertising agency in all its branches; to publish, display and secure the publication and display of advertisements and advertising matter of any and every nature; and to act as principals and agents in the securing of trade and customers for others.

(e) To conduct the business of bringing to the attention of the public through the press, magazines, pamphlets and by other means, the characteristics, ability and other qualities tending to establish in the minds of the public the character and ability of its subscribers, including men, women, corporations, copartnerships, and of goods and wares manufactured and sold by subscribers; to conduct a general advertising agency and press clipping bureau; to do all and every other thing commonly done by those engaged in the same line of business.

(f) To print, publish, bind, circulate, distribute, buy, sell, and deal in and with magazines, periodicals, books, pamphlets, newspapers, circulars, posters, literature, music, pictures, cartoons, display cards, handbills, advertisements, and publications of every kind.

(g) To engage in the public relations and general advertising agency business in all its branches, including but not limited to, public relations, general advertising, press agency, and publicity business; to design, write, prepare, place, publish, and display in any manner, advertisements and publicity materials, devices, and innovations of all kinds for itself or for others; to arrange for the placing of advertisements in publications and media of all kinds; to do bill posting; to manufacture, install, supply, maintain, and operate billboards, signboards, and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparations and production of motion picture advertisements and publicity devices; to arrange, prepare, supervise, produce, sell, purchase, and deal with film, radio and television programs, and advertisements of all kinds.

To engage in a general merchandising and manufacturing business, and to purchase, manufacture or otherwise acquire, pledge, lease, invest in, make or receive consignments or bailments of, import, export, mortgage, sell, assign and transfer, or otherwise dispose of, and generally to deal in commodities and products and merchandise, goods, wares, machinery, fabrics of every description, whether natural or synthetic, printed materials, and articles of commerce, whether constituting real or personal property, of every kind, character and description whatsoever, and wheresoever situated, at any place or places in the United States of America or foreign countries throughout the world.

To act as broker, or as commercial, sales, business commission merchant, or financial agent, factor del credere or otherwise, or as attorney-in-fact for individuals, co-partnerships, joint stock associations or corporations, foreign or domestic, including governments or governmental authorities; and to aid and assist, promote and conserve the interests of and afford facilities for the continuous transaction of business by its principals and patrons in the United States of America or in foreign countries throughout the world.

To act as forwarding, shipping and freight agent and as clearance and customhouse broker.

To purchase or otherwise hold, own, maintain, improve, operate, mortgage, sell, convey or otherwise dispose of, and to lease real and personal property of every class and description in any of the states, districts or territories of the United States and in any foreign countries, subject to the laws of such state, district, territory or country.

To purchase or otherwise acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names.

For its purposes, on any terms and without limit, to borrow or receive money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, drafts, bills of exchange and other obligations of the corporation, and to secure the payment of any such obligations by

mortgage, pledge, deed, indenture, agreement or other instruments of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

To purchase or otherwise acquire, hold, cancel, reissue, sell, resell, pledge, transfer and otherwise dispose of its own shares, so far as may be permitted by law.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of, or bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the law of this state or any other state, country, nation or government, and while the owner thereof, to exercise all the rights, powers, and privileges of ownership.

To make, enter into, perform and carry out contracts, agreements, and obligations of every sort and kind, which may be necessary or convenient for the business of this company or business of a similar nature, with any person, firm, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, possession or colony thereof, or any foreign government, so far as, and to the extent that, the same may be done and performed by corporations organized under the New York Business Corporation Law.

To acquire and pay for in cash, shares or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To do all and everything necessary or convenient for the accomplishment of the objects or purposes herein enumerated, or necessary, incidental or appropriate to the protection of the corporation.

In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred from time to time by the laws of New York upon corporations formed under the New York Business Corporation Law and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses of this ARTICLE SECOND shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause ( or any other matter within the same clause), but shall be regarded as independent purposes, objects and powers; and the enumeration of specified purposes, objects and powers shall not be construed to exclude, limit or restrict in any manner any power, right or privilege given to the corporation by law, or to limit or restrict in any manner the meaning of the general terms of such clauses, or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

THIRD: The city, incorporated village or town and the county within the State of New York in which the office of the corporation is to be located are as follows:

City, ~~Incorporated~~

~~Village xxx Town~~

NEW YORK

County

NEW YORK

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 200 shares, Without Par Value, all of which are of the same class and all of which are designated as common shares.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

IRWIN SCHERAGO, ESQ.  
150 Main Street  
P.O. Box 348  
Port Washington, New York  
11050

SIXTH: Except as may otherwise be specifically provided in this certificate of incorporation, no provision of this certificate of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Business Corporation Law upon the corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers, and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to directors and officers in the capacities defined and prescribed by the Business Corporation Law and the defined and prescribed rights of said persons to indemnification as the same are conferred by the Business Corporation Law.

SEVENTH: The fiscal year of this Corporation shall terminate on March 31st.

IN WITNESS WHEREOF, the undersigned has executed  
and acknowledged this certificate this 30th day of April ,  
nineteen hundred and ~~XXXXX~~ Seventy-nine.

Donald N. Martin  
(Incorporator) DONALD N. MARTIN

488 Madison Avenue  
New York, New York

(Address of Incorporator)

STATE OF NEW YORK            )  
                                  )ss.:  
COUNTY OF NEW YORK        )

On the date hereinafter set forth, before me personally came

DONALD N. MARTIN

to me known, and known to me to be the person described in and who  
executed the foregoing Certificate, and           he acknowledged to me  
that       he executed the same.

Dated: April 30, 1979

(Notary Public)

RECEIPT ISSUED BY SECRETARY OF STATE  
(ATTACHED HERETO)

NYS DEPARTMENT OF STATE

FILING RECEIPT

INCORPORATION (BUSINESS)

CORPORATION NAME

DONALD N. MARTIN & COMPANY, INC.

DATE FILED

04/26/79

DURATION & COUNTY CODE

P

NEW

FILM NUMBER

A571035-13

CASH NUMBER

359794

NUMBER AND KIND OF SHARES

200NPV

LOCATION OF PRINCIPAL OFFICE

NEW YORK

COMMENTS:

ON AFFIDAVIT  
GW

ADDRESS FOR PROCESS

IRWIN SCHERAGO  
150 MAIN ST  
P O BOX X348  
PORT WASHINGTON

NY 11050

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ 00060.00

AMOUNT OF MONEY ORDER \$

AMOUNT OF CASH \$

\$ 6.00 DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

IRWIN SCHERAGO  
150 MAIN ST  
P O BOX 348  
PORT WASHINGTON

NY 11050

\$ 050.00 FILING  
\$ 00010.00 TAX  
\$ CERTIFIED COPY  
\$ CERTIFICATE

TOTAL PAYMENT \$ 0000060.00

REFUND OF \$

TO FOLLOW

G030-518 (1/78)

BASIL A PATERSON - SECRETARY OF STATE



COPY OF CERTIFICATE OF INCORPORATION  
(ATTACHED HERETO)

BY-LAWS

OF

DONALD N. MARTIN & COMPANY, INC.

ARTICLE I. SHAREHOLDERS' MEETING

Section 1. — Annual Meeting.

The annual meeting of the shareholders shall be held on the 15th day of May of each year, at 10:00 o'clock in the fore noon, at the principal office of the corporation, or such place as the Board of Directors shall authorize. The meeting shall be for the purpose of electing directors and for the transaction of such business as may be brought before it. If such date should be a legal holiday, the meeting shall be held on the next business day following, at the same hour. Notice of such meeting shall be given by the Secretary as required by law; by serving personally or mailing not less than ten days and not more than fifty days previous to such meeting, postage prepaid, a copy of such notice, addressed to each shareholder entitled to vote at such meeting. Any and all notices of such meeting may be waived by any shareholder by written waiver or by attendance thereat, whether in person or by proxy.

Section 2. — Special Meetings.

Special meetings of shareholders may be called by the Board of Directors or by the President, and must be called by the President at the request in writing by shareholders owning a majority

of the shares issued and outstanding. Notice of such special meetings shall be given by the President or the Secretary, and shall be served personally or by mail addressed to each shareholder of record at his last known address no less than ten days prior to the date of such meeting.

The notice of such meeting shall contain a statement of the business to be transacted thereat. No business other than that specified in the notice of the meeting shall be transacted at any such special meeting. Notice of special meeting may be waived by any shareholder by written waiver or by attendance thereat, in person or by proxy.

### Section 3. — Voting.

Shareholders entitled to vote at meetings may do so in person or by proxy appointed by an instrument in writing subscribed by the shareholder or by his duly authorized attorney. Each shareholder shall be entitled to one vote for each share registered in his name on the books of the Corporation, unless otherwise provided in the Certificate of Incorporation.

### Section 4. — Quorum.

At any meeting of the shareholders, except as otherwise provided by statute, or by the Certificate of Incorporation, or by these By-Laws, the holders of a majority of the shares entitled to vote thereat shall constitute a quorum. However, a lesser number when not constituting a quorum may adjourn the meeting from time to time until a quorum shall be present or represented.

Section 5. — Voting at Shareholders' Meetings.

At any meeting of the shareholders, except as otherwise provided by statute, or by the Certificate of Incorporation, or by these By-Laws, the vote of the holders of a majority of the shares present in person or by proxy shall decide any question brought before such meeting.

ARTICLE II. DIRECTORS

Section 1. — Number.

The affairs and the business of the Corporation, except as otherwise provided in the Certificate of Incorporation, shall be managed by a Board of One Directors.

Section 2. — How Elected.

At the annual meeting of shareholders, the persons duly elected by the votes cast at the election held thereat shall become the directors for the ensuing year.

Section 3. — Term of Office.

The term of office of each of the directors shall be until the next annual meeting of shareholders and thereafter until a successor has been elected and qualified.

Section 4. — Duties of Directors.

The Board of Directors shall have the control and general management of the affairs and business of the Corporation unless otherwise provided in the certificate of Incorporation. Such directors shall in all cases act as a Board regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings, and the management and business of the Corporation as they may deem proper, not inconsistent with these By-Laws and the Laws of the State of New York.

Section 5. — Directors' Meetings.

Regular meetings of the Board of Directors shall be held immediately following the annual meetings of the shareholders, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time and must be called by the President or the Secretary upon the written request of two Directors.

Section 6. — Notice of Special Meetings.

Notice of special meetings of the Board of Directors shall be served personally or by mail addressed to each Director at his last known address no less than five days prior to the date of such meeting. The notice of such meeting shall contain a statement of the business to be transacted thereat. No business other than that specified in the call for the meeting shall be transacted at any such special meeting. Notice of special meeting may be waived by any Director by written waiver or by personal attendance thereat without protest of lack of notice to him.

Section 7. — Quorum.

At any meeting of the Board of Directors, except as otherwise provided by the Certificate of Incorporation, or by these By-Laws, a majority of the Board of Directors shall constitute a quorum. However, a lesser number when not constituting a quorum may adjourn the meeting from time to time until a quorum shall be present or represented.

Section 8. — Voting.

Except as otherwise provided by statute, or by the Certificate of Incorporation, or by these By-Laws, the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present shall be necessary for the transaction of any item of business thereat.

Section 9. — Vacancies.

Unless otherwise provided in the Certificate of Incorporation, vacancies in the Board of Directors occurring between annual meetings of the shareholders shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, even though less than a quorum exists.

Section 10. — Removal of Directors.

Any or all of the directors may be removed, either with or without cause at any time by a vote of the shareholders at any meeting called for such purpose.

### ARTICLE III. OFFICERS

#### Section 1. — Number of Officers.

The officers of the Corporation shall be a President, a Vice-President, a Treasurer and Secretary, and any officer may hold more than one office, ~~except the same person may not hold the offices of President and Secretary~~. The Board of Directors may appoint such other officers, agents and employees as in their sole discretion they shall deem advisable, who shall be subject to recall at all times by a majority vote of the Board of Directors.

#### Section 2. — Election of Officers.

Officers of the Corporation shall be elected at the first meeting of the Board of Directors. Thereafter, and unless otherwise provided in the Certificate of Incorporation, the officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the annual meeting of shareholders and shall hold office for one year and until their successors have been duly elected and qualified.

#### Section 3. — Removal of Officers.

Any officer elected by the Board of Directors may be removed, with or without cause, and a successor elected, by vote of the Board of Directors, regularly convened at a regular or special meeting. Any officer elected by the shareholders may be removed, with or without cause, and a successor elected, by vote of the shareholders, regularly convened at an annual or special meeting.

Section 4. — President.

The President shall be the chief executive officer of the Corporation and shall have general charge of the business, affairs and property thereof, subject to direction of the Board of Directors, and shall have general supervision over its officers and agents. He shall, if present, preside at all meetings of the Board of Directors in the absence of a Chairman of the Board and at all meetings of shareholders. He may do and perform all acts incident to the office of President.

Section 5. — Vice-President.

In the absence of or inability of the President to act, the Vice-President shall perform the duties and exercise the powers of the President and shall perform such other functions as the Board of Directors may from time to time prescribe.

Section 6. — Secretary.

The Secretary shall:

- a) Keep the minutes of the meetings of the Board of Directors and of the shareholders in appropriate books.
- b) Give and serve all notice of all meetings of the Corporation.
- c) Be custodian of the records and of the seal of the Corporation and affix the latter to such instruments or documents as may be authorized by the Board of Directors.



d) Keep the shareholder records in such a manner as to show at any time the amount of shares, the manner and the time the same was paid for, the names of the owners thereof alphabetically arranged and their respective places of residence, or their Post Office addresses, the number of shares owned by each of them and the time at which each person became owner, and keep such shareholder records available daily during the usual business hours at the office of the Corporation subject to the inspection of any person duly authorized, as prescribed by law.

e) Do and perform all other duties incident to the office of Secretary.

#### Section 7. — Treasurer.

The Treasurer shall:

a) Have the care and custody of and be responsible for all of the funds and securities of the Corporation and deposit of such funds in the name and to the credit of the Corporation in such a bank and safe deposit vaults as the Directors may designate.

b) Exhibit at all reasonable times his books and accounts to any Director or shareholder of the Corporation upon application at the office of the Corporation during business hours.

c) Render a statement of the condition of the finances of the Corporation at each stated meeting of the Board of Directors if called upon to do so, and a full financial report at the annual meeting of

shareholders. He shall keep at the office of the Corporation correct books of account of all of its business and transactions and such books of account as the Board of Directors may require. He shall do and perform all other duties incident to the office of Treasurer.

Section 8. — Duties of Officers May Be Delegated.

In the case of the absence of any officer of the Corporation, or for any reason the Board may deem sufficient, the Board may, except as otherwise provided in these By-Laws, delegate the powers or duties of such officers to any other officer or any Director for the time being, provided a majority of the entire Board concur therein.

Section 9. — Vacancies — How Filled.

Should any vacancy in any office occur by death, resignation or otherwise, the same shall be filled, without undue delay, by the Board of Directors at its next regular meeting or at a special meeting called for that purpose, except as otherwise provided in the Certificate of Incorporation.

Section 10. — Compensation of Officers.

The officers shall receive such salary or compensation as may be fixed and determined by the Board of Directors, except as otherwise provided in the certificate of Incorporation.

#### ARTICLE IV. CERTIFICATES REPRESENTING SHARES

##### Section 1. — Issue of Certificates Representing Shares.

The President shall cause to be issued to each shareholder one or more certificates, under the seal of the Corporation, signed by the President (or Vice-President) or Chairman or Vice-Chairman of the Board and the Treasurer (or Secretary) certifying the number of shares owned by him in the Corporation.

##### Section 2. — Transfer of Shares.

The shares of the Corporation shall be transferable only upon its books by the registered holders thereof in person or by their duly authorized attorneys or legal representatives. The former certificates must be surrendered to the Secretary, or to such other person as the Directors may designate, by whom they shall be cancelled, and new certificates shall thereupon be issued. No transfer of shares shall be made within ten days next preceding the annual meeting of shareholders.

##### Section 3. — Lost Certificates.

If the holder of any shares shall lose the certificate thereof, he shall immediately notify the Corporation of such fact and the Board of Directors may then cause a new certificate to be issued to him subject to the deposit of a bond or other indemnity in such form and with such sureties if any as the Board may require.

ARTICLE V. SEAL

The seal of the Corporation shall be as follows:



ARTICLE VI. DIVIDENDS OR OTHER DISTRIBUTIONS

The Corporation, by vote of the Board of Directors, may declare and pay dividends or make other distributions in cash or its bonds or its property on its outstanding shares to the extent as provided and permitted by law, unless contrary to any restriction contained in the Certificate of Incorporation.

ARTICLE VII. NEGOTIABLE INSTRUMENTS

All checks, notes or other negotiable instruments shall be signed on behalf of this Corporation by such of the officers, agents and employees as the Board of Directors may from time to time designate, except as otherwise provided in the certificate of Incorporation.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

## ARTICLE IX. OFFICES

The principal office of the Corporation shall be located in the City of New York, County of New York, State of New York. The Board of Directors may from time to time designate such other offices within or without the State of New York as the business of the Corporation may require.

## ARTICLE X. AMENDMENTS

By-laws may be amended, repealed or adopted by vote of the holders of the shares at the time entitled to vote in the election of any Directors, and may be amended, repealed or adopted as otherwise provided by law.

MINUTES OF INCORPORATOR'S  
ORGANIZATION MEETING

The organization meeting of the incorporator of  
Donald N. Martin & Company, Inc.  
488 Madison Avenue  
New York, New York  
was held at 488 Madison Avenue, New York, NY , on  
May 1 , 1979 , at 10:00 o'clock in the fore noon.

The incorporator, Mr. Donald N. Martin  
(was present in person) ~~(was represented by M.~~  
~~his attorney in fact).~~

The following action was taken:

1. A true copy of the certificate of incorporation, the original of which had been filed by the Department of State, Albany, New York, on the 26th day of April , 1979 , was inserted in the minute book of the corporation.
2. The original receipt showing payment of the statutory organization tax and filing fee was inserted in the minute book of the corporation.
3. By-laws relating to the business of the corporation, the conduct of its affairs, and the rights and powers of its shareholders, directors and officers, were adopted as and for the by-laws of the corporation, and a copy of same was appended to this instrument.

Donald N. Martin

**Dated:** May 1 , 19 79

**(or)**

### Incorporator

By: Attorney-in-fact